

03-08-2001

FORM PTO-1594  
(Rev. 6-93)



HEET U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of  
thereof.

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d the attached original documents or copy

<p>1. Name of conveying party(ies): Omicell Technologies, Inc., a California corporation</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership    <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes  <input checked="" type="checkbox"/> No  <u>2-26-01</u></p> <p>3. Nature of conveyance:  <input type="checkbox"/> Assignment    <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement    <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>October 14, 1999</u></p>	<p>2. Name and address of receiving party(ies):  Name: <u>OmniCell.com, a California corporation</u>  Internal Address: _____  Street Address: <u>1101 East Meadow Drive</u>  City: <u>Palo Alto</u>      State: <u>CA</u>      ZIP <u>94303</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>California</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:  <input type="checkbox"/> Yes      <input type="checkbox"/> No  (Designation must be a separate document from Assignment).  Additional name(s) &amp; address(es) attached?    <input type="checkbox"/> Yes      <input type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):  A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p>2,073,964  2,073,961  1,991,385</p> <p>Additional numbers attached?    <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>COOLEY GODWARD LLP</u>  Internal Address: <u>Five Palo Alto Square</u>  <u>3000 El Camino Real</u>  <u>Palo Alto, California 94306-2155</u></p> <p>Street Address <u>Five Palo Alto Square</u>  <u>3000 El Camino Real</u>  City: <u>Palo Alto</u>      State: <u>CA</u>      ZIP <u>94306-2155</u></p>	<p>6. Total number of applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.41):.....  \$ <u>90.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>03-3118</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
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9. Statement and signature  
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Susan D. Berney-Key  
Susan D. Berney-Key, Esq.

2/21/01  
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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TRADEMARK  
REEL: 002246 FRAME: 0706



**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of  1  page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of



OCT 25 1999

*Bill Jones*

Secretary of State

00533122

ENDORSED - FILED  
in the office of the Secretary of State  
of the State of California

OCT 20 1999

**CERTIFICATE OF AMENDMENT  
OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
OMNICELL TECHNOLOGIES, INC.**

BILL JONES, Secretary of State

EARL E. FRY AND ROBERT J. BRIGHAM certify that:

**FIRST:** The original name of this corporation is **OMNICELL TECHNOLOGIES**, Inc. and the date of filing the original Articles of Incorporation of this corporation with the Secretary of State of the State of California is September 30, 1992.

**SECOND:** They are the duly elected and acting Vice President and Assistant Secretary, respectively, of **OMNICELL TECHNOLOGIES**, Inc., a California corporation (the "Corporation").

**THIRD:** Article I of the Amended and Restated Certificate of Incorporation is hereby deleted in its entirety and replaced with the following:

"The name of the corporation is **OMNICELL.COM** (the "Corporation")."

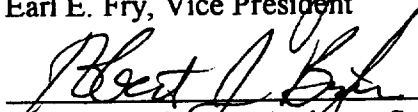
**FOURTH:** The foregoing amendment to the Corporation's Amended and Restated Articles of Incorporation has been duly approved by the Corporation's Board of Directors.

**FIFTH:** The foregoing amendment of the Corporation's Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 2,329,295 shares of Class A Common Stock, 480,000 shares of Series A Preferred Stock, 320,666 shares of Series B Preferred Stock, 1,700,000 shares of Series C Preferred Stock, 1,309,484 shares of Series D Preferred Stock, 1,965,262 shares of Series E Preferred Stock and 1,948,090 shares of Series F Preferred Stock, 1,000,000 shares of Series G Preferred Stock authorized with 0 outstanding shares, 3,804,346 shares of Series H Preferred Stock and 1,441,600 shares of Series J Preferred Stock. The number of shares of voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock and Preferred Stock, voting together as a single class.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Palo Alto, California, on October 14, 1999.



  
Earl E. Fry, Vice President

  
Robert J. Brigham, Assistant Secretary



Change of Name from  
Omnicell Technologies, Inc. to Omnicell.Com

Schedule A

Mark	Registration No.	Registration Date	Class
OMNICELL & Design 	2,073,964	6/24/97	35
OMNICELL & Design 	2,073,961	6/24/97	9
OMNICELL	1,991,385	8/6/96	9 & 35

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